



# **CONSTITUTION & BYLAWS**

**July 2016**

**NORTH CENTRAL LOCAL GOVERNMENT ASSOCIATION  
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**SOCIETY ACT  
CONSTITUTION AND BYLAWS OF THE  
NORTH CENTRAL LOCAL GOVERNMENT ASSOCIATION**

- The name of the Society is North Central Local Government Association.
- 1 The purposes of the Society are:
- a. To secure united action among the members in dealing with all matters of individual or common local government interest.
  - b. To be an agency for cooperation with the Union of British Columbia Municipalities for the continued development of sound local government.
- 2 In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the Province of British Columbia or elsewhere in Canada. This provision is unalterable.

## BYLAWS

### Bylaws of the North Central Local Government Association

#### Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
  - a. “directors” means the directors of the society for the time being;
  - b. “*Society Act*” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
  - c. “registered address” of a member means the member’s address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

#### Part 2 – Membership

- 3 The membership in the Association shall consist of all cities, districts, townships, towns, villages, regional districts and other local governments within the north area of British Columbia, that being the area north of, and including, the District of 100 Mile House, who have subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members, and that meet criteria established by the Executive and that make application to join the Association and pay the annual dues.
- 4 Cities, districts, townships, towns, villages, regional districts and other local governments in the north area of British Columbia as described above may apply to the directors for membership in the society and on acceptance by the directors will become members.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 (1) Changes to membership dues will be recommended by the NCLGA Executive and subsequently approved by the membership at a general meeting.
  - (2) The annual membership dues cover the fiscal year of the society, that being April 1 – March 31 of any given year. The annual membership dues must be paid before the annual general meeting in order to be considered a member in good standing and to have voting privileges.

- 7 A municipality, regional district or other local government ceases to be a member of the society:
- a) by delivering its resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - b) on being expelled; or
  - c) on having been a member not in good standing for 12 consecutive months.
- 8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The municipality, regional district or other local government which is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9 All members are in good standing except a member who has failed to pay its current annual membership fee or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 – Meetings of Members**

- 10 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The directors may, when they think fit, convene an extraordinary general meeting by a three-fourths majority vote of all directors.
- 13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding general meeting and the location of an annual general meeting other than the first annual general meeting must be determined by ordinary resolution at the annual general meeting.

#### **Part 4 – Proceedings at General Meetings**

- 15 Special business is
- a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - b) all business conducted at an annual general meeting, except the following:
    - i. the adoption of rules of order;
    - ii. the consideration of the financial statements;
    - iii. the report of the directors;
    - iv. the report of the auditor, if any;
    - v. the election of directors;
    - vi. the appointment of the auditor, if required; and
    - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16
1. Business other than the election of a chair and the adjournment or termination of the meeting must not be conducted at a general meeting at a time when a quorum is not present.
  2. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  3. A quorum is 20 members present or a greater number that the members may determine at a general meeting.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated; but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

- 18 Subject to bylaw 19, the president of the society, the first or second vice president or in the absence of all three, one of the other directors present, must preside as chair of a general meeting.
- 19 If at a general meeting
- a) there is no president, first vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
  - b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 20 (1) A general meeting may be adjourned from time to time and from place to place, but business must be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21 (1) The chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- (3) Unless the Society Act or these bylaws otherwise provide, any action to be taken by a resolution of the members of the Society may be taken by ordinary resolution.
- (4) Subject to clause (7) below, resolutions will be considered by the Society at the annual general meeting only if they are in the hands of the secretary/treasurer no later than 60 days prior to the annual general meeting.
- (5) Copies of the resolutions received by the secretary/treasurer must be distributed to the clerk or secretary of the members at least 14 days prior to the annual general meeting;
- (6) Notwithstanding the foregoing, the directors may submit any matter to any meeting for consideration or action at any time;

- (7) A resolution to amend the Constitution must be given in writing to the secretary/treasurer 60 days before an annual general meeting or special meeting.
- 22 (1) All elected officials of members in good standing present at a meeting of members of the society shall be delegates entitled to participate in debates and to vote on any matter at the meeting. Each such elected official present at a meeting is entitled to one vote. Any other delegates or representatives of members present at a meeting shall not be entitled to vote. Unless authorized in advance at the meeting, any other delegates or representatives of members shall not be entitled to the privilege of the floor.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- (4) Notwithstanding subparagraph (1), an elected official who holds a position in the local government of more than one member of the society may vote as the delegate for only one member of the society.

#### **Part 5 – Directors and Officers**

- 23 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- a) all laws affecting the society;
  - b) these bylaws; and
  - c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule made by the society in a general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 24 (1) the president, vice president and one or more other persons are the directors of the society.
- (2) The number of directors must be nine (9) until after the first annual general meeting at which time the number of directors shall be fourteen (14) or a greater number determined from time to time at a general meeting.
- (3) A person is eligible to be a director if they are an elected official from an NCLGA local government member

- (4) The composition of the fourteen (14) directors shall be appointed or elected subject to the following:
    - I. the immediate past president shall be a director;
    - II. the president, vice-president and 2nd vice-president (to be elected from the members' delegates at large) shall each be a director;
    - III. one representative as appointed by each regional district area shall be a director; and;
    - IV. all remaining vacancies in the directorship shall be elected from the members' delegates at large.
- 25
- (1) The directors must retire from office at each annual general meeting when their successors are elected.
  - (2) Separate elections must be held for each office to be filled, except for the office of the secretary treasurer (if any) who shall be appointed pursuant to section 43.
  - (3) An election may be by acclamation; otherwise it must be by ballot.
  - (4) If a successor is not elected the person previously elected or appointed continues to hold office.
  - (5) A director may be nominated in writing in advance of the annual general meeting or may be nominated from the floor at the annual general meeting.
- 26
- (1) The directors may at any time and from time to time appoint a delegate of a member as a director to fill a vacancy in the directors.
  - (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 27
- (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a delegate of a member to take the place of the former director.
  - (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
  - (3) If a director ceases to be an elected official of an NCLGA local government member the director automatically ceases to hold office as a director of the Society.



- 28 (1) The members may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (2) The office of a director must be vacated if the director:
- a) delivers a resignation in writing to the secretary or mails or delivers it to the address of the Society;
  - b) is convicted of an indictable offence, and the directors must have resolved to remove him;
  - c) fails to attend three consecutive meetings of the directors without good and sufficient reason in the opinion of the directors and the directors must have resolved to remove him;
  - d) if he or she is found by a court to be of unsound mind;
  - e) if he or she becomes bankrupt; or
  - f) on death;
- 29 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

### **Part 6 – Proceedings of Directors**

- 30 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is seven (7) directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair; but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

(5) Without limiting the generality of bylaw 31(1), the directors of the Society must manage the affairs and the property of the Society, including, but not limited to, the power to:

- a) enter into contracts and agreements on behalf of the Society and to delegate in such terms and conditions it considers appropriate the entering into of contracts and agreements;
- b) authorize expenditures on behalf of the Society from time to time;
- c) delegate by unanimous resolution to an officer or officers of the Society the right to employ and pay salaries to employees.
- d) enter into trust arrangements with a trust company, bank or the Municipal Finance Authority for the purpose of creating a trust fund in which the capital interest may be made available for the benefit of promoting the interests of the Society in accordance with the terms as the directors may prescribe;
- e) take any steps it deems requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society; and
- f) subject to section 32 of the Society Act, the directors may from time to time on behalf of the Society invest the funds of the Society in any investments whatsoever which in the directors' discretion it may consider advisable, and the directors may delegate on such terms and conditions as it considers appropriate the power to invest the funds of the Society.

(6) Reasonable notice of a meeting must be given by specifying the place the date and the hour of such meeting by mail, postage prepaid, addressed to each of the directors at his or her address as it appears on the books of the Society or by leaving it at his or her usual business or residential address or by telephone, email or any method of transmitting legibly recorded messages or by personal service.

Reasonable notice must be seven days or a lesser period if agreed to by all 14 directors.

- 31 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

- 32 A committee must elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be chair of the meeting.
- 33 The members of a committee may meet and adjourn as they think proper.
- 34 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 35 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- a) a notice of meeting of directors is not required to be sent to that director; and
  - b) any and all meetings of the directors of the society, notice of which has not been given to that director if a quorum of the directors is present are valid and effective.
- 36 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote the chair does not have a second or casting vote.
- 37 The chair of a meeting may move or propose a resolution.
- 38 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

### **Part 7 – Duties of Officers**

- 39 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- (3) The president must designate the bank with which the Society's accounts must be kept.

- (4) Either the president or a director authorized by resolution of the directors must co-sign with the secretary/treasurer banking resolutions and cheques drawn on the society's bank account.
- (5) The president must generally exercise such oversight of the affairs of the society as may best promote its prosperity and protects its interest.
- (6) The president may appoint two persons to audit the accounts of the secretary/treasurer if he or she deems it necessary.
- (7) The president may appoint such special committees as he or she deems necessary.

40 The secretary must do the following:

- a) conduct the correspondence of the society;
- b) issue notices of meetings of the society and directors;
- c) keep minutes of all meetings of the society and directors;
- d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- e) have custody of the common seal of the society;
- f) maintain the register of members; and
- g) in January of each year advise all members in the Society the amount of their annual dues.

42 The treasurer must

- a) keep the financial records, including books of account, necessary to comply with the Society Act;
- b) render financial statements to the directors, members and others when required;
- c) deposit all monies to the credit of the Society's bank and pay all accounts due by the Society; and
- d) prepare for the annual general meeting a full and complete statement of the finances of the Society.

43 (1) The offices of the secretary and treasurer may be held by one person, who is to be known as the secretary treasurer.

(2) The secretary treasurer (if any) shall be appointed by unanimous resolution of the directors.

(3) The secretary treasurer (if any) may be an employee of the society, to be employed and paid a salary in an amount and on employment terms and conditions authorized by unanimous resolution of the directors.

- 44 In the absence of the secretary or the secretary treasurer, as the case may be, from a meeting, the directors must appoint another person to act as secretary at the meeting.

### **Part 8 – Indemnities to Directors and Officers**

- 45 Subject to the provisions of the Society Act, the directors may cause the Society to indemnify a director or former director of the Society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him, her or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he or she or they are made a party by reason of his or her being or having been a director of the Society, including any action brought by the Society. Each director of the Society on being elected or appointed must be deemed to have contracted with the Society on the term of the foregoing indemnity.
- 46 Subject to the provisions of the Society Act, the directors may cause the Society to indemnify any officer or former officer of the Society and his or her heirs and personal representatives against all costs and expenses whatsoever incurred by him, her, or them and resulting from acting as an officer of the Society.
- 47 The directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a director or officer of the Society and his or her heirs or personal representatives against any liability incurred by him or her as such director or officer.

### **Part 9 – Execution of Documents**

- 48 Contracts, documents or any instruments in writing requiring the signature of the Society, must be signed by any two directors, or one officer and one director, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The directors have the power from time to time by unanimous agreement of the directors to designate an officer or officers on behalf of the Society to sign specific documents, contracts and instruments in writing. The directors may give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Society.

### **Part 10 – Seal**

- 49 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

- 50 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

### **Part 11 – Borrowing**

- 51 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting that power, by the issue of debentures.
- 52 The Society shall not borrow nor shall it issue a debenture without the authorization of a special resolution of the members.
- 53 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

### **Part 12 – Auditor**

- 54 This Part applies only if the society is required or has resolved to have an auditor.
- 55 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 56 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 57 An auditor may be removed by ordinary resolution.
- 58 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 59 A director or employee of the society must not be its auditor.
- 60 The auditor may attend general meetings.

### **Part 13 – Notices to Members**

- 61 A notice may be given to a member by hand delivery to the member's registered address, by mail to the member at the member's registered address, by facsimile (fax) to the member's fax number or by email to the member's email address.

62 Any notice given as aforesaid will, if delivered by hand be deemed to have been given and received on the day delivered, if sent by mail be deemed to have been given and received on the third day following the day on which the notice is mailed, if sent by facsimile (fax) or email be deemed to have been given and received upon receipt by the sender of electronic confirmation of completion of the fax transmission or email to the member at the correct fax number or email address.

63 (1) Notice of a general meeting must be given to

- a) every member shown on the register of members on the day notice is given; and
- b) the auditor, if Part 12 applies.

(2) No other person is entitled to receive a notice of a general meeting.

#### **Part 14 – Voting of Members**

64 At all meetings of members of the Society every question must be determined by a majority of votes unless otherwise specifically provided by statute or by these bylaws.

65 A resolution in writing, signed by all the members and placed with the minutes of the members is as valid and effective as if regularly passed at a meeting of the members.

#### **Part 15 – Financial Year**

66 Unless otherwise ordered by the directors the fiscal year end of the society will be March 31st.

#### **Part 16 – Rules and Regulations**

67 The proceedings of the annual general meeting must be governed by Robert's Rules of Order, or such other rules or procedures as approved by the members at the meeting.

68 The board of directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the society as they deem expedient, provided that such rules and regulations will have force and effect only until the next annual general meeting of the members of the society when they will be confirmed, and failing such confirmation at such annual general meeting of members, will at and from time to time cease to have any force and effect.

## **Part 17 – Bylaws**

- 69 On being admitted to membership, each member is entitled to and the society must give the member, without charge, a copy of the constitution and bylaws of the society.
- 70 These bylaws must not be altered or added to except by a resolution passed in a general meeting by a majority of not less than 75% of the votes of those delegates of members of the society who, being entitled to do so, vote in person at the general meeting.